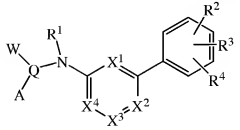
CLAIM AMENDMENTS

1-9. (canceled)

10. (currently amended): A ~~compound~~ tubulin inhibitor of the formula (V)



(V)

or a pharmaceutically acceptable salt, enantiomer, or diastereomer form thereof;

wherein X^1 and X^2 are N and X^3 and X^4 are C independently substituted with Y;

R^1 is H, C_{1-6} alkyl, C_{1-6} alkylNR^5R^6, C_{1-6} alkylNR^5COR^6, C_{1-6} alkyl$NR^5SO_2R^6$, C_{1-6} alkylCO_2R^5, or C_{1-6} alkyl$CONR^5R^6$,

wherein R^5 and R^6 are each independently H, C_{1-4} alkyl, aryl, hetaryl, C_{1-4} alkylaryl, or C_{1-4} alkylhetaryl or may be joined to form a 3-8 membered ring optionally containing one of O, S or NR^7;

wherein R^7 is H or C_{1-4} alkyl;

R^2 is selected from OH, C_{1-6} alkylOH, OC_{2-6} alkylOH, C_{1-6} alkylNR^8R^9, OC_{2-6} alkylNR^8R^9, C_{1-6} alkylNR^8COR^9, OC_{2-6} alkylNR^8COR^9, C_{1-6} alkylhetaryl, OC_{2-6} alkylhetaryl, $OCONR^8R^9$, NR^8COOR^9, $NR^{10}CONR^8R^9$, $CONR^8R^9$, and NR^8COR^{12};

wherein R^8 and R^9 are each independently H, C_{1-4} alkyl, C_{1-4} alkyl$NR^{11}R^{13}$, hetaryl, or cyclohetalkyl, or may be joined to form a 3-8 membered ring optionally containing one of O, S or NR^{14};

wherein R^{12} is C_{2-4} alkyl, C_{1-4} alkyl$NR^{11}R^{13}$, hetaryl, or cyclohetalkyl;

wherein R^{11} and R^{13} are each independently H, or C_{1-4} alkyl, or may be joined to form a 3-8 membered ring optionally containing one of O, S or NR^{14};

wherein R^{14} is H or C_{1-4} alkyl;

wherein R^{10} is H or C_{1-4} alkyl;

R^3 and R^4 are each independently H, halogen, C_{1-4} alkyl, OH, OC_{1-4} alkyl, CF_3, or OCF_3;

Q is C_{1-4} alkyl;

W is selected from C_{1-4} alkyl, and C_{2-6} alkenyl; where C_{1-4} alkyl or C_{2-6} alkenyl may be optionally substituted with C_{1-4} alkyl, OH, OC_{1-4} alkyl, or $NR^{15}R^{16}$;

wherein R^{15}, and R^{16} are each independently H, C_{1-4} alkyl, C_{1-4} alkyl cycloalkyl, C_{1-4} alkyl cyclohetalkyl, aryl, or hetaryl, or may be joined to form a 3-8 membered ring optionally containing one of O, S or NR^{17};

wherein R^{17} is H, or C_{1-4} alkyl;

A is aryl or hetaryl optionally substituted with 0-3 substituents independently selected from halogen, C_{1-4} alkyl, CF_3, aryl, hetaryl, OCF_3, OC_{1-4} alkyl, OC_{2-5} alkyl$NR^{18}R^{19}$, Oaryl, Ohetaryl, CO_2R^{18}, $CONR^{18}R^{19}$, $NR^{18}R^{19}$, C_{1-4} alkyl$NR^{18}R^{19}$, $NR^{20}C_{1-4}$ alkyl$NR^{18}R^{19}$, $NR^{18}COR^{19}$, $NR^{20}CONR^{18}R^{19}$, and $NR^{18}SO_2R^{19}$;

wherein R^{18} and R^{19} are each independently H, C_{1-4} alkyl, C_{1-4} alkyl cyclohetalkyl, aryl, hetaryl, C_{1-4} alkyl aryl, or C_{1-4} alkyl hetaryl, or may be joined to form a 3-8 membered ring optionally containing one of O, S or NR^{21};

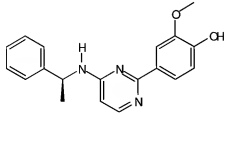
wherein R^{21} is H or C_{1-4} alkyl;

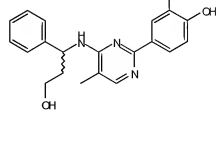
wherein R^{20} is H or C_{1-4} alkyl;

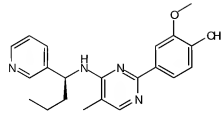
Y is selected from H, C_{1-4} alkyl, OH, and $NR^{22}R^{23}$;

wherein R^{22}[[,]] and R^{23} are each independently H or C_{1-4} alkyl.

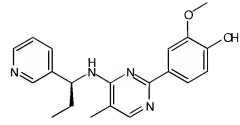
11. (currently amended): A compound ~~according to claim 10~~ selected from the group consisting of:





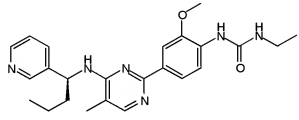


and



or a pharmaceutically acceptable salt or enantiomer form thereof.

12. (previously presented): A compound of the formula:



or a pharmaceutically acceptable salt or enantiomer form thereof.

13. (canceled)

14. (currently amended): A composition comprising a carrier and at least one ~~compound~~ tubulin inhibitor according to claim 10.

15. (withdrawn; currently amended): A method to treat a hyperproliferation-related disorder or disease state in a subject, said method comprising administering a therapeutically effective amount of at least one compound according to ~~claim 10~~ claim 24.

16. (withdrawn): The method of claim 15, wherein the hyperproliferation-related disorder or disease state is treatable by the modulation of microtubule polymerisation.

17. (withdrawn): The method of claim 15, wherein the hyperproliferation-related disorder or disease state is selected from the group consisting of cancer, infectious diseases, vascular restenosis or inflammatory diseases.

18. (withdrawn; currently amended): A method to treat a protein-kinase related disorder or disease state in a subject, said method comprising administering a therapeutically effective amount of at least one compound according to ~~claim 16~~ claim 24.

19. (withdrawn): The method of claim 18, wherein the protein-kinase related disorder or disease state is selected from the group consisting of atopy, cell mediated hypersensitivity, rheumatic diseases, other autoimmune diseases and viral diseases.

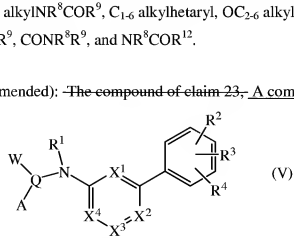
20. (withdrawn; currently amended): A method to treat diseases and conditions associated with inflammation and infection in a subject, said method comprising administering a therapeutically effective amount of at least one compound according to ~~claim 10~~ claim 24.

21. (previously presented): A composition comprising a carrier and at least one compound according to claim 11.

22. (previously presented): A composition comprising a carrier and at least one compound according to claim 12.

23. (currently amended): The ~~compound~~ tubulin inhibitor of claim 10, wherein R^2 is selected from $C_{1\text{-}6}$ alkylOH, $OC_{2\text{-}6}$ alkylOH, $C_{1\text{-}6}$ alkylNR^8R^9, $OC_{2\text{-}6}$ alkylNR^8R^9, $C_{1\text{-}6}$ alkylNR^8COR^9, $OC_{2\text{-}6}$ alkylNR^8COR^9, $C_{1\text{-}6}$ alkylhetaryl, $OC_{2\text{-}6}$ alkylhetaryl, $OCONR^8R^9$, NR^8COOR^9, $NR^{10}CONR^8R^9$, $CONR^8R^9$, and NR^8COR^{12}.

24. (currently amended): ~~The compound of claim 23,~~ A compound of the formula (V)



(V)

or a pharmaceutically acceptable salt, enantiomer, or diastereomer form thereof;

wherein X^1 and X^2 are N and X^3 and X^4 are C independently substituted with Y; wherein:

R^1 is H, C_{1-6} alkyl, C_{1-6} alkylNR^5R^6, where R^5 and R^6 are each independently H, C_{1-4} alkyl, aryl, or hetaryl, or may be joined to form a 3-8 membered ring optionally containing one of O, S or NR^7;

wherein R^7 is H or C_{1-4} alkyl;

R^2 is selected from C_{1-6} alkylOH, OC_{2-6} alkylOH, C_{1-6} alkylNR^8R^9, OC_{2-6} alkylNR^8R^9, C_{1-6} alkylNR^8COR^9, OC_{2-6} alkylNR^8COR^9, C_{1-6} alkylhetaryl, OC_{2-6} alkylhetaryl, $OCONR^8R^9$, NR^8COOR^9, $NR^{10}CONR^8R^9$, $CONR^8R^9$, and NR^8COR^{12};

wherein R^8 and R^9 are each independently H, C_{1-4} alkyl, C_{1-4} alkyl$NR^{11}R^{13}$, hetaryl, or cyclohetalkyl, or may be joined to form a 3-8 membered ring optionally containing one of O, S or NR^{14};

wherein R^{12} is C_{2-4} alkyl, C_{1-4} alkyl$NR^{11}R^{13}$, hetaryl, or cyclohetalkyl;

wherein R^{11} and R^{13} are each independently H, or C_{1-4} alkyl, or may be joined to form a 3-8 membered ring optionally containing one of O, S or NR^{14};

wherein R^{14} is H or C_{1-4} alkyl;

wherein R^{10} is H or C_{1-4} alkyl;

R^3 and R^4 are each independently H, halogen, C_{1-4} alkyl, OH, OC_{1-4} alkyl, CF_3, or OCF_3;

Q is CH;

W is C_{1-4} alkyl, or C_{2-6} alkenyl; where C_{1-4} alkyl or C_{2-6} alkenyl may be optionally substituted with C_{1-4} alkyl, OH, OC_{1-4} alkyl or $NR^{15}R^{16}$;

R^{15}, and R^{16} are each independently H or C_{1-4} alkyl, or may be joined to form a 3-8 membered ring optionally containing one of O, S or NR^{17};

A is aryl, or hetaryl optionally substituted with 0-2 substituents independently selected from halogen, C_{1-4} alkyl, CF_3, aryl, hetaryl, OCF_3, OC_{1-4} alkyl, OC_{2-5} alkyl$NR^{18}R^{19}$, Oaryl, Ohetaryl, CO_2R^{18}, $CONR^{18}R^{19}$, $NR^{18}R^{19}$, C_{1-4} alkyl$NR^{18}R^{19}$, $NR^{20}C_{1-4}$ alkyl$NR^{18}R^{19}$, $NR^{18}COR^{19}$, $NR^{20}CONR^{18}R^{19}$, and $NR^{18}SO_2R^{19}$; [[and]]

wherein R^{18} and R^{19} are each independently H, C_{1-4} alkyl, C_{1-4} alkyl cyclohetalkyl, aryl, hetaryl, C_{1-4} alkyl aryl, or C_{1-4} alkyl hetaryl, or may be joined to form a 3-8 membered ring optionally containing one of O, S or NR^{21};

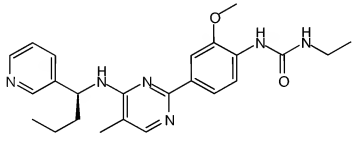
wherein R^{21} is H or C_{1-4} alkyl;

wherein R^{20} is H or C_{1-4} alkyl;

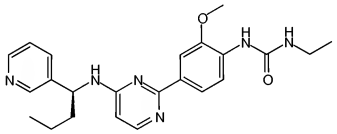
Y is selected from H, C_{1-4} alkyl and $NR^{22}R^{23}$;

wherein R^{22} R^{23} are each independently H or C_{1-4} alkyl.

25. (currently amended): The compound of ~~claim 23~~ claim 24 selected from:



and



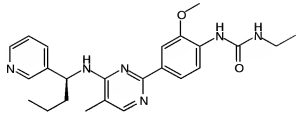
or a pharmaceutically acceptable salt or enantiomer form thereof.

26. (currently amended): A composition comprising a carrier and at least one ~~compound~~ tubulin inhibitor according to claim 23.

27. (previously presented): A composition comprising a carrier and at least one compound according to claim 24.

28. (previously presented): A composition comprising a carrier and at least one compound according to claim 25.

29. (previously presented): A compound of the formula:



30. (previously presented): A composition comprising a carrier and at least one compound according to claim 29.